FORM D

Mail Processing Section

UNITED STATES

UNITED STATES

EACH OF THE PROPERTY OF THE PROP

Weshington, DC

FORM D

OTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL OMB NUMBER: 3235-0076 Expires: January 31, 2009				
OMB NUMBER:	3235-0076			
Expires:	January 31, 2009			
Estimated average bu	ırden			
hours per response	4.00			

	SEC USE ONLY	
Prefix	Serial	
1	DATE RECEIVED	
1		

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)

Series A Preferred Stock and the underlying Common Stock issuable upon conversion thereof.

Filing Under (Check box(es) that apply):  Type of Filing: ■ New Filing □ Amendment	□ Rule 504 □ Rule 505 ■ Rule 506 □ Section	on 4(6) 🗆 ULOE	
	A. BASIC IDENTIFICATION DA	TA	
1. Enter the information requested about the issu-	er		
Name of Issuer (□ check if this is an amendment	and name has changed, and indicate change.)		09002461
Physician's Management Group Holdings, Inc		<b>、</b>	
Address of Executive Offices (Number and	Street, City, State, Zip Code)	Telephone Number (1	ncluding Area Code)
800 Concar Dr. Suite 100, San Mateo, CA 9440	02	(650) 358-5000	
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (1	ncluding Area Code)
Brief Description of Business:			1 1 10 000
Investment management			المسلمان المالية
Type of Business Organization			MAR WELLS
■ corporation	☐ limited partnership, already formed	□ other (please specif	fy): /
□ business trust	□ limited partnership, to be formed		ALL THURST WELLER
	Month Year		1110,710,710,111
Actual or Estimated Date of Incorporation or Org	anization 04 2007 ■ Actual tter two-letter U.S. Postal Service abbreviation for Stat	☐ Estimated	

#### GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

DE

CN for Canada; FN for other foreign jurisdiction)

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

#### FORM D

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### FORM D

### NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL				
OMB NUMBER:	3235-0076			
Expires:	January 31, 2009			
Estimated average burd	en			
hours per response	4.00			

<u></u> .		
	SEC USE ONLY	
Prefix	Serial	
,	DATE RECEIVED	<u></u>
1	1	

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)						
Series A Preferred Stock and the underlying Common Stock issuable upon conversion thereof.						
Filing Under (Check box(es) that apply):	Rule 504 □ Rule 505 ■ Rule 506 □ Section	4(6) □ ULOE				
Type of Filing: ■ New Filing □ Amendment						
	A. BASIC IDENTIFICATION DATA					
1. Enter the information requested about the issuer						
Name of Issuer ( check if this is an amendment and	I name has changed, and indicate change.)					
Physician's Management Group Holdings, Inc.						
Address of Executive Offices (Number and Str	eet, City, State, Zip Code)	Telephone Number (Including Area Code)				
800 Concar Dr. Suite 100, San Mateo, CA 94402		(650) 358-5000				
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)				
Brief Description of Business:						
Investment management						
Type of Business Organization						
■ corporation	☐ limited partnership, already formed	□ other (please specify):				
□ business trust	☐ limited partnership, to be formed					
	Month Year					
Actual or Estimated Date of Incorporation or Organiz		Estimated				
Jurisdiction of Incorporation or Organization: (Enter		DE				
	CN for Canada; FN for other foreign jurisdiction)	DE				

#### **GENERAL INSTRUCTIONS**

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A. BASIC IDENT	IFICATION DATA		
<ul> <li>Each promoter of the issuer, if</li> <li>Each beneficial owner having</li> <li>Each executive officer and dire</li> <li>Each general and managing pa</li> </ul>	the issuer has be the power to vote ector of corporate	e or dispose, or direct the e issuers and of corporate	vote or disposition of, 10 general and managing pa		hip issuers; and
A. BASIC IDENTIFICATION DATA  2. Enter the information requested for the following:					
Each permater of the issuer, if the issuer has been organized within the past five years;  Each permater of the issuer, if the issuer has been organized within the past five years;  Each permater of the issuer, if the issuer has been organized within the past five years;  Each permater of the issuer, if the issuer has been organized within the past five years;  Each permater of the issuer, if the issuer has been organized within the past five years;  Each general and managing partners of patnership issuers, and except the voice of all partnership issuers, and of corporate general and managing partners of patnership issuers, and increased the voice of patnership issuers, and increased the voice of patnership issuers, and increased the voice of patnership issuers, and increased the patnership issuers, and patnership issuers, and increased the patnership issuers, and patnership issuers, and increased the patnership issuers, and incre					
	•	Street, City, State, Zip Co	de)		
		□ Reneficial Owner	■ Executive Officer	■ Director	General and/or Managing Partner
	L I Tomotei	- Belieficial Owner	Excurive Officer	<b>L</b> Director	a deficit and of managing turner
Gallo, Ed	(Number and S	Street City State 7in Co	do)		
	•	Street, City, State, Zip Co	uc)		
		☐ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner
,					
	(Number and C	tenet City State 7im Co.	10)		
	,	treet, City, State, Zip Cot	10)		
		□ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
	2110				3, 3
•					
	(Non-bar and C	tenst City State 7in Co.	10)		
Business of Residence Address	(Number and 3	ricet, City, State, Zip Co.	16)		
	CA 94402				
	□ Promoter	□ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
	(Number and S	Street City State Zin Co	de)		
		nicol, city, state, zip co			
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
•					
	(Number and S	Street City State Zin Co	dal		
		street, City, State, Zip Co	uej		
		☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	B. INFORMATION ABOUT OFFERING	·	
		Yes	No
1.			
		<b>c</b> -/-	
2.	What is the minimum investment that will be accepted from any individual?		No
3.	Does the offering permit joint ownership of a single unit?		
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		
	•		
Busin	ness or Residence Address (Number and Street, City, State, Zip Code)		
Nam	e of Associated Broker or Dealer		
State	s in which Person Listed Has Solicited or Intends to Solicit Purchasers		<del></del>
	(Check "All States" or check individual States)	All States	
_ {N	IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [1D] _ [MO] _ [PA] _ [PR]
Full	name (Last name first, if individual)		
Busi	ness or Residence Address (Number and Street, City, State, Zip Code)	•	
Nam	e of Associated Broker or Dealer		
State	s in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
1) _ 1) _	(L)	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	Name (Last name first, if individual)		
Busi	ness or Residence Address (Number and Street, City, State, Zip Code)		
Nam	e of Associated Broker or Dealer		<u>-</u> -
State	s in which Person Listed Has Solicited or Intends to Solicit Purchasers		,
Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?			
[] [] _ [1	IL} _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	[MS]	_ [MO]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

## · C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box   and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security	_	¢
	Debt	\$5,000,000.00	\$5,000,000.00
	Equity	\$ <u>5,000,000.00</u>	-
	■ Common ■ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	s
	Other (Cancellation of Indebtedness)	s	\$
	Total	\$ <u>5,000,000.00</u>	\$ <u>5,000,000.00</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors		\$ <u>5,000,000.00</u>
	Non-accredited Investors		3
	Total (for filings under Rule 504 only)	1	\$ <u>5,000,000.00</u>
	Answer also in Appendix, Column 4, if filing under ULOE		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering	Type of Security	Dollar Amount Sold
	Rule 505		s
	Regulation A		\$
	Rule 504		\$
	Total		•
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		3
	Transfer Agent's Fees		\$
	Printing and Engraving Costs	0	s
	Legal Fees	=	\$_5,000.00
	Accounting Fees		<b>S</b>
	Engineering Fees.	0	s
	Sales Commissions (specify finders' fees separately)		\$
			¢
	Other Expenses (identify)	0	<b>3</b>
	Total		\$ <u>5,000,00</u>

		RICE, NUMBER OF INVESTORS, EX	(PENSES AN	O USE OF PROCEEDS		
	b. Enter the difference between the aggregate of 1 and total expenses furnished in response to Par "adjusted gross proceeds to the issuer."	t C - Question 4.a. This difference is the	e			\$ <u>4,995,000.00</u>
5.	Indicate below the amount of the adjusted gross for each of the purposes shown. If the amount f and check the box to the left of the estimate. Th adjusted gross proceeds to the issuer set forth in	or any purpose is not known, furnish an e e total of the payments listed must equal	stimate the			
				Payments to Officers, Directors, & Affiliates		Payments T Others
	Salaries and fees		0	<b>s</b>	0	\$
	Purchase of real estate		B	\$		s
	Purchase, rental or leasing and installation of ma	chinery and equipment	D	\$		<b>\$</b>
	Construction or leasing of plant buildings and fa	cilities	а	s	G	\$
	Acquisition of other business (including the value that may be used in exchange for the assets or semerger)	curities of another issuer pursuant to a		s	b	•
	Repayment of indebtedness		0	<u> </u>		ss
	Working capital		0	s	0	s
	Other (specify):		_ 0	5		\$
			_		L	<u></u>
			-	\$	0	\$
	Column Totals		•	\$	-	S <u> </u>
	Total Payments Listed (column totals added)			<b>■</b> \$	0	
		D. FEDERAL SIGNAT	IIDE	<del></del>		
		D, PEDERAL SIGNAT	UKE			
n u	issuer has duly caused this notice to be signed by indertaking by the issuer to furnish to the U.S. Second coredited investor pursuant to paragraph (b)(2) o	urities and Exchange Commission, upon				
su	er (Print or Type)	Signature / /	<u> </u>	Date		
hy	sician's Management Group Holdings, Inc.	Cons		February 4, 2009		
an	ne of Signer (Print or Type)	Title of Signer (Print or Type)				
	÷ , , , , , , , , , , , , , , , , , , ,					

- ATTENTION

<ul> <li>b. Enter the difference between the aggregate</li> <li>1 and total expenses furnished in response to F</li> <li>"adjusted gross proceeds to the issuer."</li> </ul>	Part C - Question 4.a. This difference	e is the			\$ <u>4,995,000.00</u>
Indicate below the amount of the adjusted gro- for each of the purposes shown. If the amount and check the box to the left of the estimate. I adjusted gross proceeds to the issuer set forth:	for any purpose is not known, furnis The total of the payments listed must	sh an estimate equal the			
			Payments to Officers, Directors, & Affiliates		Payments To Others
Salaries and fees			\$		<b>s</b>
Purchase of real estate		·· •	<b>s</b>		\$
Purchase, rental or leasing and installation of r	nachinery and equipment		\$		S
Construction or leasing of plant buildings and	facilities	·	<b>\$</b>	D	<b>s</b>
Acquisition of other business (including the va that may be used in exchange for the assets or merger)	securities of another issuer pursuant	to a	\$	0	\$
Repayment of indebtedness		_	s	0	s
Working capital			<b>s</b>		s
Other (specify):		_	s		\$
			<b>s</b>	_	\$
Column Totals			\$	•	\$_0
Total Payments Listed (column totals added)			■ \$ <u>0</u>		_
	D FEDERAL CIG	NATIOE			<del> </del>
	D. FEDERAL SIC	INATURE			
ne issuer has duly caused this notice to be signed b undertaking by the issuer to furnish to the U.S. So un-accredited investor pursuant to paragraph (b)(2)	curities and Exchange Commission,				
n undertaking by the issuer to furnish to the U.S. So on-accredited investor pursuant to paragraph (b)(2)		upon written reque	Date	furnishe	d by the is

Issuer (Print or Type)
Physician's Management Group Holdings, Inc.

Signature
February 4, 2009

Title of Signer (Print or Type)
Curtis L. Mo
Assistant Secretary

ATTENTION

	C. OFFERING PR	RICE, NUMBER OF INVESTORS, EXE	PENSES AN	D USE OF PROCEEDS		
	b. Enter the difference between the aggregate of 1 and total expenses furnished in response to Par "adjusted gross proceeds to the issuer."	t C - Question 4.a. This difference is the				\$ <u>4,995,000.00</u>
5.	Indicate below the amount of the adjusted gross for each of the purposes shown. If the amount for and check the box to the left of the estimate. The adjusted gross proceeds to the issuer set forth in	or any purpose is not known, furnish an est e total of the payments listed must equal th	timate			
				Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees		D	<b>s</b>		\$
	Purchase of real estate		n	<b>s</b>		s
	Purchase, rental or leasing and installation of ma	chinery and equipment		\$		s
	Construction or leasing of plant buildings and fac	cilities		\$		\$
	Acquisition of other business (including the valu					
	that may be used in exchange for the assets or se merger)			<b>s</b>	0	<b>s</b>
	Repayment of indebtedness		0	<b>s</b>		s
	Working capital		D D	\$		s
	Other (specify):			\$		\$
				\$		\$
	Column Totals		-	<b>s</b>	•	\$
	Total Payments Listed (column totals added)			<b>s</b>	0	-
		D. FEDERAL SIGNATU	RE			· · · · · · · · · · · · · · · · · · ·
		2, 1, 2, 2, 3, 3, 4, 1, 0				
ın u	issuer has duly caused this notice to be signed by indertaking by the issuer to furnish to the U.S. Sect accredited investor pursuant to paragraph (b)(2) or	rities and Exchange Commission, upon w				
ssu	er (Print or Type)	Signature /		Date		
Phy	sician's Management Group Holdings, Inc.	Cms		February 4, 2009		
Van	e of Signer (Print or Type)	Title of Signer (Print or Type)				
		1				

## ATTENTION

b. Enter the difference between the aggregate offering price given in response to Part	C - Question			
l and total expenses furnished in response to Part C – Question 4.a. This difference is "adjusted gross proceeds to the issuer."	the			\$ <u>4,995,000.00</u>
Indicate below the amount of the adjusted gross proceeds to the issuer used or propose for each of the purposes shown. If the amount for any purpose is not known, furnish a and check the box to the left of the estimate. The total of the payments listed must equadjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b abo	in estimate ial the			
		Payments to Officers, Directors, & Affiliates		Payments 7 Others
Salaries and fees		\$	Ð	\$
Purchase of real estate		s	ā	\$
Purchase, rental or leasing and installation of machinery and equipment		\$	۵	\$
Construction or leasing of plant buildings and facilities		\$	. 🗆	\$
Acquisition of other business (including the value of securities involved in this offering				
that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	: 	<b>s</b>	<b>-</b>	\$
Repayment of indebtedness		<b>s</b>	0	\$
Working capital	0	\$		\$
Other (specify):		s	0	\$
	 	\$		¢
Column Totals	•	5	•	\$ <u>0</u>
Total Payments Listed (column totals added)	•	\$ 0		
	<del></del>			<del>-</del>
D. FEDERAL SIGNA	ATURE			
				<del> </del>
issuer has duly caused this notice to be signed by the undersigned duly authorized perso				
undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, up				
undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, up a-accredited investor pursuant to paragraph (b)(2) of Rule 502.  uer (Print or Type)  Signature	· · · · · · · · · · · · · · · · · · ·	Date		

ATTENTION	
Intentional misstatements or omissions of fact constitute	federal criminal violations. (See 18 U.S.C. 1001.)

Title of Signer (Print or Type)

Assistant Secretary

Name of Signer (Print or Type)

Curtis L. Mo

I and total expenses furnished in response	ate offering price given in response to Part C - to Part C - Question 4.a. This difference is the	•			\$ <u>4,995,000.00</u>
for each of the purposes shown. If the amo and check the box to the left of the estimate	gross proceeds to the issuer used or proposed to unit for any purpose is not known, furnish an e b. The total of the payments listed must equal th in response to Part C – Question 4.b above.	stimate the			
			Payments to Officers, Directors, & Affiliates		Payments To Others
Salaries and fees		0	\$		<b>s</b>
Purchase of real estate		O	s		<b>s</b>
Purchase, rental or leasing and installation	of machinery and equipment	0	\$	D	s
Construction or leasing of plant buildings a	nd facilities	o	<b>s</b>	0	s
Acquisition of other business (including the that may be used in exchange for the assets merger)		ם	\$	0	<b>\$</b>
Repayment of indebtedness		D	\$		\$
Working capital			\$		\$
Other (specify):			s	_	s
		_		•	
			s	D	<b>s</b>
Column Totals			\$	•	\$ <u>0</u>
Total Payments Listed (column totals added	i)		<b>■ \$</b>	0	_
	D. FEDERAL SIGNATI	URE			<u>, , , , , , , , , , , , , , , , , , , </u>
The issuer has duly caused this notice to be signe	d by the undersigned duly authorized person	If this notice	ic filed under Pule 505, the	fallowing (	cionatura constitutas
n undertaking by the issuer to furnish to the U.S on-accredited investor pursuant to paragraph (b)	. Securities and Exchange Commission, upon				
ssuer (Print or Type)	Signature /2- /		Date		
hysician's Management Group Holdings, Inc	. Cons		February 4, 2009		
lame of Signer (Print or Type)	Title of Signer (Print or Type)				
Curtis L. Mo	Assistant Secretary				

## ATTENTION

					<del></del>
C. OFFERING PRI	CE, NUMBER OF INVESTORS,	EXPENSES AN	D USE OF PROCEEDS		
b. Enter the difference between the aggregate offer I and total expenses furnished in response to Part "adjusted gross proceeds to the issuer."	C - Question 4.a. This difference is	the			\$ <u>4,995,000.00</u>
Indicate below the amount of the adjusted gross properties for each of the purposes shown. If the amount for and check the box to the left of the estimate. The adjusted gross proceeds to the issuer set forth in recognition.	any purpose is not known, furnish a total of the payments listed must equ	n estimate ial the			
			Payments to Officers, Directors, & Affiliates		Payments To Others
Salaries and fees		0	\$		S
Purchase of real estate			\$	٥	\$
Purchase, rental or leasing and installation of mac	hinery and equipment	۵	<b>s</b>		\$
Construction or leasing of plant buildings and faci	ilities	p	<b>s</b>		<b>s</b>
Acquisition of other business (including the value that may be used in exchange for the assets or sect	urities of another issuer pursuant to a		•		
merger)		0	<b>S</b>		\$
Repayment of indebtedness		0	s		\$
Working capital		p	\$		s
Other (specify):		□	<b>s</b>	(1)	s
			_		
			s	0	\$
Column Totals	······································	•	\$	•	\$0
Total Payments Listed (column totals added)	••••••		■ S <u>0</u>		
	D. FEDERAL SIGNA	ATURE			
	21 1 22 23 23 23 23 23 23 23 23 23 23 23 23				
he issuer has duly caused this notice to be signed by the injudentaking by the issuer to furnish to the U.S. Securon-accredited investor pursuant to paragraph (b)(2) of	ities and Exchange Commission, up	n. If this notice on written reques	is filed under Rule 505, the total of its staff, the information	following s a furnished	signature constitu by the issuer to a

ATTENTION

Title of Signer (Print or Type)

Assistant Secretary

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)



Name of Signer (Print or Type)

Curtis L. Mo